

OCT 11 '11 -2 31 PM

SURFACE TRANSPORTATION BOARD

**FIRST UNION RAIL**

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

**VIA UPS 2<sup>nd</sup> DAY AIR**

October 6, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated September 12, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 22145.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N. River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Southwest Rail Industries, Inc.  
501 South East Street  
Weimar, TX 78962


A description of the railroad equipment covered by the enclosed document is for seven (7) tank cars; having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:                      Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(SR11054)

ASSGN. NO. SRII054

OCT 11 '11 -2 31 PM

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12<sup>th</sup> day of September, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Southwest Rail Industries, Inc. ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of June 1, 1993 as amended and assigned thereto, whereby Lessor has agreed to lease to Lessee a certain railcar pursuant to Rider No. 44 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 17, 2011 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

## LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. DombrowskiName: K.A. DombrowskiTitle: DIRECTOR OF DEVELOPMENTBy: John J. ThomasName: John J. ThomasTitle: PresidentExecuted on this 12<sup>th</sup> day of Sept., 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

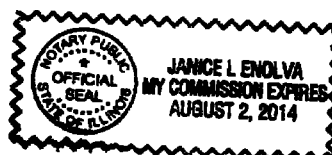
WITNESS my hand and official stamp or seal, this 12<sup>th</sup> day of September, 2011.

Janice L. Enolva  
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

SOUTHWEST RAIL INDUSTRIES, INC.

By: [Signature]  
Name: Jason F. Huette  
Title: Vice President

ATTEST:

By: [Signature]  
Name: Wade Cernosek  
Title: Controller

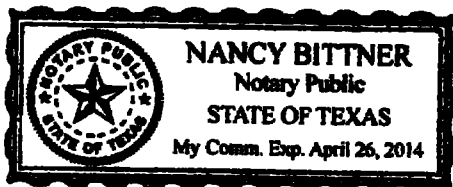
Executed on this 2nd day of September, 2011.

[CORPORATE SEAL]

STATE OF Texas  
COUNTY OF Colorado

I, NANCY BITTNER, a Notary Public of the County and State aforesaid, certify that JASON F. HUETTE personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of Sept, 2011.



[Signature]  
Notary Public

Commission Expires:

4-26-14  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Seven (7)

DESCRIPTION OF CARS:    Tank Cars

CAR NUMBERS:

FURX	116500
FURX	116512
FURX	116525
FURX	116535
FURX	116540
FURX	116542
FURX	116543
Count:	7